

Before You Begin

Please consider applying online at Ontario.ca/BusinessRegistry because it is better, easier and faster for you. Benefits of applying online include: a faster response, getting immediate notice that your application was received, ability to use a debit or credit card and being able to check the progress of your application online.

If you prefer to complete this form, you must complete it on a computer. The form is dynamic – it changes depending on how you answer questions. You can save the form but can't print it until you complete all mandatory fields – they are marked with an asterisk (*).

If you are a business corporation subject to the Ontario *Business Corporations Act* (BCA) and you wish to continue the corporation in a jurisdiction outside Ontario or under the *Co-operative Corporations Act* (CCA), you must complete this form to apply for an Authorization to Continue out of the BCA. For example, the corporation may apply to continue to another jurisdiction within Canada (e.g., Manitoba) or outside Canada (e.g., Delaware). Once continued, the corporation will be subject to the laws of the other jurisdiction.

Please note that **you cannot** use this form if you wish to operate in another jurisdiction but want to remain an Ontario business corporation and keep your head office in Ontario. If this is the case, you should contact the other jurisdiction to find out what is needed to operate in that jurisdiction while remaining an Ontario corporation subject to Ontario legislation.

For detailed information about this application, please see the [applicable Notice](#) first.

Information You Need

Before completing this form, please make sure that you have the following documents and information ready. If you are continuing under the CCA, you do not need items 5 and 7-10.

1. Corporation Name, Ontario Corporation Number (OCN) and official email address
2. Company Key. This is the 9-digit number provided by the ministry that establishes access to the corporation. For more information refer to [company key](#).
3. Administrative information for the contact person (name, telephone number and email address). **This will not be shown on the public record.**
4. Be ready to indicate whether the corporation is applying to continue to another Canadian jurisdiction, outside of Canada or under the CCA.
5. The name of the jurisdiction where the corporation is applying to continue.
6. Be ready to confirm the Required Statements.
7. Indicate whether the corporation is offering securities to the public or not, if applicable.
8. If the corporation is applying to continue in a jurisdiction outside Canada, a legal opinion must be attached with your application when you mail it.
9. If the corporation is continuing to another jurisdiction within or outside Canada, consent from the Ontario Minister of Finance (MOF). **You do not need to obtain this in advance.** After your application is received by the ministry, it will be automatically forwarded electronically to the MOF for a written copy of the required consent.
10. If the corporation is an offering corporation, consent from the Ontario Securities Commission (OSC) is required. **Attach the OSC consent with your application when you mail it.**
11. Fee of \$330.00. Make the cheque payable to the Minister of Finance. There is a service charge payable for any bounced cheques.

Section Numbers

Note: The numbering of the sections in the form are for ease of reference only. It does not correspond to the numbering of the articles you will receive if your application is accepted.

Completing the Form

Corporation Information

Please enter the current corporation name, the OCN, company key, and official email of the Ontario business corporation filing the authorization to continue out of the BCA.

We will need the company key to verify that you are permitted to file the authorization to continue out of the BCA.

The corporation name entered must be the same as it appeared on the original articles of incorporation document or if there has been a name change, the name as it appears on the most recent articles changing the name.

You must enter the corporation's official email address that is already on record with the ministry. The corporation's official email will be used to communicate with the corporation and must be kept current. All official documents or notices and correspondence to the corporation that is the subject of this filing will be sent to this email address. The documents related to this application will be sent to the official email address of the corporation as well as to the email of the contact person indicated in Section 2 of this form. This information will not appear in the public record and is collected for administrative purposes only.

If your official email address has changed, you must notify the ministry by filing an [Initial Return/Notice of Change/Annual Return by an Ontario Corporation - Form Number 5284](#) under the *Corporations Information Act* (CIA). You may include the CIA filing together with this form when you mail your application.

Contact Information

Please enter the full name, telephone number and email address of the contact person. This will not be shown on the public record. The ministry will contact this person for any questions related to this application, and documents related to this application will be sent to the contact person's email address.

Authorization to Continue out of BCA

Select whether the corporation is applying to continue:

- under the laws of another Canadian jurisdiction
- under the laws of a jurisdiction outside Canada
- under the *Co-operative Corporations Act*

If the corporation is continuing under the laws of another Canadian jurisdiction:

You must indicate the jurisdiction in Canada where the corporation is applying to continue by clicking the drop-down box and selecting the province.

You must confirm the following:

- The property of the corporation continues to be the property of the body corporate;
- The body corporate continues to be liable for the obligations of the corporation;
- An existing cause of action, claim or liability to prosecution is unaffected;
- Civil, criminal or administrative action or proceeding pending by or against the corporation may be continued to be prosecuted by or against the body corporate; and
- A conviction against the corporation maybe enforced against the body corporate or a ruling, order or judgment in favour of or against the corporation may be enforced by or against the body corporate.

You must also confirm the following:

- The corporation agrees that this application will be sent to Ministry of Finance (MOF) for consent to continue out before a certificate of authorization may be issued.
- The corporation is not in default in filing notices and returns under the *Corporations Information Act* and all outstanding fees have been paid.
- The application has been authorized by a special resolution.

Please indicate in the form whether the corporation is offering securities to the public or not.

If the corporation is continuing under the laws of a jurisdiction outside Canada:

You must indicate the jurisdiction outside Canada where the corporation is applying to continue by clicking the drop-down box and selecting the country. If you selected United States, you must indicate the state.

The application for authorization must be accompanied by a legal opinion from an **individual lawyer** (not a law clerk or law firm) who is authorized to practice in the other jurisdiction, to the effect that the laws of the jurisdiction to which the corporation is applying to continue meet the requirements in the BCA. The legal opinion must be on letterhead, signed by the lawyer and included with the mailed application.

The legal opinion must refer to each clause under subsection 181(9), specifically stating the following. You would also need to confirm these statements in the form:

- The property of the corporation continues to be the property of the body corporate;
- The body corporate continues to be liable for the obligations of the corporation;
- An existing cause of action, claim or liability to prosecution is unaffected;
- A civil, criminal or administrative action or proceeding pending by or against the corporation may be continued to be prosecuted by or against the body corporate; and
- A conviction against the corporation may be enforced against the body corporate or a ruling, order or judgment in favour of or against the corporation may be enforced by or against the body corporate.

You must also confirm the following:

- The corporation agrees that this application will be sent to Ministry of Finance (MOF) for consent to continue out before a certificate of authorization may be issued.
- The corporation is not in default in filing notices and returns under the *Corporations Information Act* and all outstanding fees have been paid.
- The application has been authorized by a special resolution by the shareholders.

Please indicate in the form whether the corporation is offering securities to the public or not.

If the corporation is continuing under the *Co-operative Corporations Act*,

You must confirm the following:

- The corporation is not in default in filing notices and returns under the *Corporations Information Act* and all outstanding fees have been paid.
- The application has been authorized by a special resolution by the shareholders.

Authorization

The contact person must confirm that the form has been signed by the required person.

Signature

The form must bear the signature of a director or officer of the corporation. Please ensure that the form is signed by the required person beside their name before mailing the form.

Submitting the Form

Once you have completed the form, print it, obtain the appropriate signature, attach all **required** supporting documents, and mail it to the ministry at the address below with your exact payment.

Ministry of Government and Consumer Services
Central Production and Verification Services Branch
393 University Avenue, Suite 200
Toronto, Ontario M5G 2M2

Minister of Finance Contact Information

Ministry of Finance consent is required to continue in another jurisdiction within Canada or outside Canada. A request for consent will automatically be forwarded to the Ministry of Finance which will verify compliance (e.g. payments, returns, etc.) with all tax statutes. You will be contacted by the Ministry of Finance if compliance issues exist.

Contact Information:

Ministry of Finance
Account Management and Collections Branch
33 King Street West
PO Box 622
Oshawa ON L1H 8H5

Email: taxroll.management@ontario.ca

Phone: 1-866-668-8297 (1-866-ONT-TAXS)

Ontario Securities Commission (OSC) Consent

If the corporation is offering securities to the public within the meaning of subsection 1(6) of the BCA, the Application for Authorization to Continue out of BCA must be accompanied by written consent from the OSC.

Telephone:

Toronto: 416-593-8314

Toll-free in Canada: 1-877-785-1555

Email: inquiries@osc.gov.on.ca

Canada Post:

Ontario Securities Commission
20 Queen Street West, Suite 1903
Toronto, Ontario M5H 3S8

Returned Applications

If your application is handwritten, missing the company key, required payment or email addresses, or if the wrong form is used, it will **not** be processed and will be returned to you by regular mail. You may resubmit by regular mail in this case.

However, if the form is missing any other required information or has not been properly completed, it will be returned electronically for correction to the email address provided on the form. To resubmit the application, you will be provided with a link to the electronic business registration system, where you must complete the transaction electronically. When you resubmit the application, it is your responsibility to review the entire application, and to ensure that all data is accurate and meets all requirements. You are also responsible for obtaining the required signatures when prompted during the electronic transaction.

The effective date of a returned application that is resubmitted to the ministry will be the date an application acceptable for filing is received by the ministry. For details, please see the applicable Notice.

Successful Application

Whether you applied electronically or by mail, after the ministry receives your application and it is successfully processed, you will receive official documents by email, including a payment receipt if applicable and a company key if one has not already been assigned to the entity. For more information on the documents, please see the applicable Notice.

These documents will be sent to the official corporation or entity email provided and to the contact person specified, except for the company key, if applicable, which is sent only to the official email.

Expiry

The Director's authorization of an application to continue outside Ontario expires six months after the date the authorization is endorsed (subsection 181(6) of the BCA), unless within the 6 month period, the corporation is continued under the laws of the other jurisdiction or the CCA, as applicable. If the corporation does not continue to the other jurisdiction or under the CCA within the 6 months, it remains an Ontario business corporation. A new application would be required if the corporation still wishes to continue in another jurisdiction or under the CCA after the authorization expires.

Requirements After Continuation

The corporation is required to file with the Director a copy of the instrument of continuance issued to it by the new jurisdiction, **within 60 days after the date of issuance** (subsection 181(7) of the BCA), unless:

- the ministry has been notified by the other jurisdiction that it has issued an instrument of continuance to the corporation, and;
- the Director notifies the corporation that it is deemed to have complied with 181(7) of the BCA.

You may mail a copy of the instrument of continuance to MGCS at the address above or consider filing it online at Ontario.ca/BusinessRegistry.

Corporations that have applied for authorization to continue under the CCA do not need to file a copy of the instrument of continuance.

Questions

After reading these detailed instructions and the applicable Notice, if you still have questions, visit Ontario.ca/BusinessRegistry or contact us by [email](#). Alternatively, you may call ServiceOntario at:

- Telephone: 416-314-8880 or Toll-free: 1-800-361-3223
- TTY: 416-325-3408 or Toll-free TTY: 1-800-268-7095